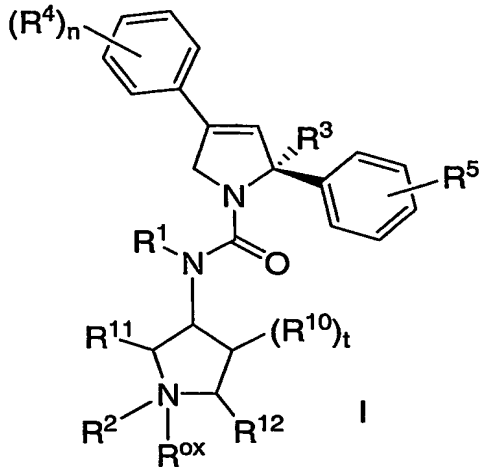
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

or a pharmaceutically acceptable salt or stereoisomer thereof,
wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0, 1 or 2;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) hydrogen;
2) $C_1\text{-}C_{10}$ alkyl;
3) $C_1\text{-}C_{10}$ alkyl-O-R^d,
4) $C_2\text{-}C_{10}$ alkenyl-O-R^d,
5) $C_2\text{-}C_{10}$ alkynyl-O-R^d,
6) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-O-R^d,

7) C_1-C_{10} alkyl-$(C=O)_b$-$NR^cR^{c'}$,
8) C_2-C_{10} alkenyl-$(C=O)_bNR^cR^{c'}$,
9) C_2-C_{10} alkynyl-$(C=O)_bNR^cR^{c'}$,
10) $(C_1$-C_6-alkylene$)_nC_3$-C_8 cycloalkyl-$(C=O)_bNR^cR^{c'}$,
11) C_1-C_{10} alkyl-$S(O)_m$-R^d,
12) C_2-C_{10} alkenyl- $S(O)_m$-R^d,
13) C_2-C_{10} alkynyl- $S(O)_m$-R^d,
14) $(C_1$-C_6-alkylene$)_nC_3$-C_8 cycloalkyl- $S(O)_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) O_bC_1-C_6 perfluoroalkyl,
8) $O_a(C=O)_bNR^8R^9$,
9) $S(O)_mR^a$,
10) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;
2) $(C=O)_aO_bC_1$-C_{10} alkyl,
3) $(C=O)_aO_b$aryl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) O_bC_1-C_6 perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,

10) $S(O)_mR^a$,

11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,

9) $(C=O)_rO_s(C_3-C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0-C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0-C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0-C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) (C_0-C_6)alkylene-CO_2R^a,
15) C(O)H,
16) (C_0-C_6)alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1-C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1-C_{10}$ alkyl,
3) $(C=O)O_bC_3-C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{10} is selected from: F and $-CH_2F$;

R^{11} and R^{12} are independently selected from: H and $-CH_2F$;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

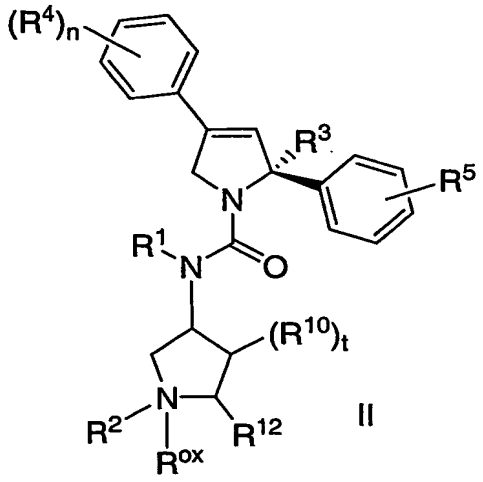
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_2\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

2. The compound according to Claim 1 of Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1, 2 or 3;
r is 0 or 1;
s is 0 or 1;
t is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^3 is selected from:

1) hydrogen;
2) $C_1\text{-}C_{10}$ alkyl;
3) $C_1\text{-}C_{10}$ alkyl-O-R^d,
4) $C_2\text{-}C_{10}$ alkenyl-O-R^d,
5) $C_2\text{-}C_{10}$ alkynyl-O-R^d,

6) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-O-R^d,
7) $C_1\text{-}C_{10}$ alkyl-$(C=O)_b$-$NR^cR^{c'}$,
8) $C_2\text{-}C_{10}$ alkenyl-$(C=O)_bNR^cR^{c'}$,
9) $C_2\text{-}C_{10}$ alkynyl-$(C=O)_bNR^cR^{c'}$,
10) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl-$(C=O)_bNR^cR^{c'}$,
11) $C_1\text{-}C_{10}$ alkyl-$S(O)_m$-R^d,
12) $C_2\text{-}C_{10}$ alkenyl- $S(O)_m$-R^d,
13) $C_2\text{-}C_{10}$ alkynyl- $S(O)_m$-R^d,
14) $(C_1\text{-}C_6\text{-alkylene})_nC_3\text{-}C_8$ cycloalkyl- $S(O)_m$-R^d,

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6;

R^4 is independently selected from:

1) $(C=O)_aO_bC_1\text{-}C_{10}$ alkyl,
2) $(C=O)_aO_b$aryl,
3) CO_2H,
4) halo,
5) CN,
6) OH,
7) $O_bC_1\text{-}C_6$ perfluoroalkyl,
8) $O_a(C=O)_bNR^8R^9$,
9) $S(O)_mR^a$,
10) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^5 is selected from:

1) hydrogen;
2) $(C=O)_aO_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)_aO_b$aryl,
4) CO_2H,
5) halo,
6) CN,
7) OH,
8) $O_bC_1\text{-}C_6$ perfluoroalkyl,
9) $O_a(C=O)_bNR^8R^9$,

10) $S(O)_mR^a$,

11) $S(O)_2NR^8R^9$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^6 is independently selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,
2) $(C=O)_aO_b$aryl,
3) C_2-C_{10} alkenyl,
4) C_2-C_{10} alkynyl,
5) $(C=O)_aO_b$ heterocyclyl,
6) CO_2H,
7) halo,
8) CN,
9) OH,
10) O_bC_1-C_6 perfluoroalkyl,
11) $O_a(C=O)_bNR^8R^9$,
12) $S(O)_mR^a$,
13) $S(O)_2NR^8R^9$,
14) oxo,
15) CHO,
16) $(N=O)R^8R^9$, or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7;

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,

10) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^{10} is selected from: F and $-CH_2F$;

R^{12} is selected from: H and $-CH_2F$, provided that when t is 1, R^{12} is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, NH_2, OH, OR^a, $-(C_1\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C{=}O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

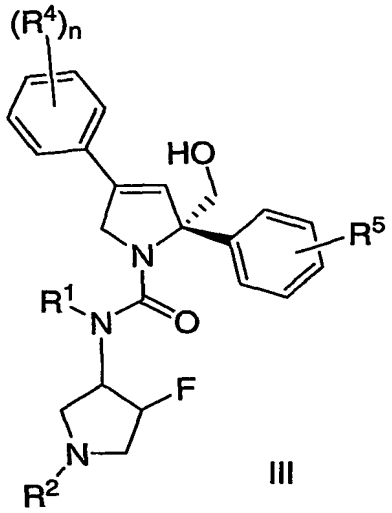
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^d is selected from: H, $(C_1\text{-}C_6)$alkyl, $-(C_2\text{-}C_6)$alkyl-OH, $-(C_1\text{-}C_6)$alkyl-O-$(C_1\text{-}C_6)$alkyl and $-(C_1\text{-}C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7;;

R^e and $R^{e'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

3. The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0, 1 or 2;
r is 0 or 1;
s is 0 or 1;

R^1 and R^2 are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

1) halo,
2) OH,
3) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^5 is selected from:

1) hydrogen,
2) halo,

3) OH,
4) O_bC_1-C_6 perfluoroalkyl,

R^7 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2$-$C_{10})$alkenyl,
8) $(C_2$-$C_{10})$alkynyl,
9) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,
10) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0$-$C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0$-$C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1$-$C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,

8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: $(C_1$-$C_6)$alkyl, $(C_3$-$C_6)$cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl, $(C_3$-$C_6)$cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;
R^c and $R^{c'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, NH_2, OH, OR^a, -$(C_1$-$C_6)$alkyl-OH, -$(C_1$-$C_6)$alkyl-O-$(C_1$-$C_6)$alkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and -$(C_1$-$C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

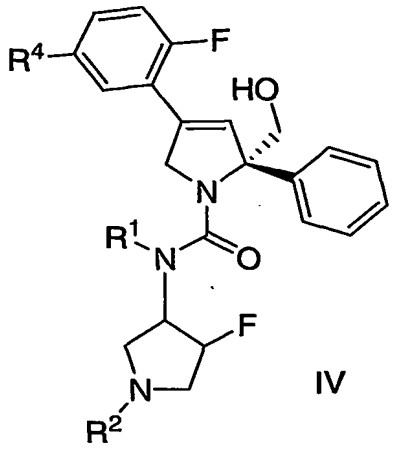
R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, $(C_1$-$C_6)$alkyl, aryl, heterocyclyl and $(C_3$-$C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen,

one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

4. The compound according to Claim 3 of the formula IV:



IV

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R^1 and R^2 are independently selected from: H and $(C_1\text{-}C_6)$alkyl, optionally substituted with one, two or three substituents selected from R^7;

R^4 is independently selected from:

1) halo,
2) OH,
3) $O_bC_1\text{-}C_6$ perfluoroalkyl,

R^7 is selected from:

1) $(C{=}O)_rO_s(C_1\text{-}C_{10})$alkyl,
2) $O_r(C_1\text{-}C_3)$perfluoroalkyl,

3) oxo,
4) OH,
5) halo,
6) CN,
7) $(C_2\text{-}C_{10})$alkenyl,
8) $(C_2\text{-}C_{10})$alkynyl,
9) $(C{=}O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
10) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
11) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
12) $(C{=}O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
13) $C(O)R^a$,
14) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
15) C(O)H,
16) $(C_0\text{-}C_6)$alkylene-CO_2H, and
17) $C(O)N(R^b)_2$,
18) $S(O)_mR^a$, and
19) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C{=}O)C_1\text{-}C_6$ alkyl, oxo, NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

1) H,
2) $(C{=}O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C{=}O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C{=}O)O_b$aryl,
5) $(C{=}O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and

13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7, or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^a is independently selected from: (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7;

R^b is independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl, (C_3-C_6)cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7;

R^c and $R^{c'}$ are independently selected from: H, (C_1-C_6)alkyl, aryl, NH_2, OH, OR^a, $-(C_1-C_6)$alkyl-OH, $-(C_1-C_6)$alkyl-O-(C_1-C_6)alkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, (C=O)aryl, (C=O)heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and $-(C_1-C_6)$alkyl-$N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7; or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7;

R^e and $R^{e'}$ are independently selected from: H, (C_1-C_6)alkyl, aryl, heterocyclyl and (C_3-C_6)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7.

5. A compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment.

8. A method of using the compound according to Claim 1 for the preparation of a medicament useful in treating or preventing cancer in a mammal in need of such treatment, wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, gioblastomas and breast carcinoma.

9. A method of using the compound according to Claim 1 for the preparation of a medicament useful for modulating mitotic spindle formation in a mammal in need of such treatment.